



# PUBLIC NOTICE

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DA 04-3067

Released: September 24, 2004

## DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF THE GUAM TELEPHONE AUTHORITY TO TELEGUAM HOLDINGS, LLC

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 04-382

Comments Due: October 8, 2004

Reply Comments Due: October 15, 2004

On September 14, 2004, the Guam Telephone Authority ("GTA") and TeleGuam Holdings, LLC ("TeleGuam") filed an application, pursuant to section 63.04(a) of the Commission's rules,<sup>1</sup> requesting approval for authority for TeleGuam Holdings, LLC to acquire substantially all of the assets of the Guam Telephone Authority.<sup>2</sup>

Applicants assert that this application qualifies for streamlined treatment under Section 63.03(b)(1)(ii) of the Commission's rules because the transferee is not a telecommunications provider.<sup>3</sup>

GTA, an autonomous agency of the Government of Guam, is an incumbent local exchange carrier and wireless provider that operates exclusively on the island of Guam. GTA provides local exchange and exchange access services, as well as wholesale digital subscriber line service. GTA also provides wireless telecommunications services on several Block B and

<sup>1</sup> 47 C.F.R. § 63.04(a)

<sup>2</sup> Applicants have also filed a transfer of control application related to wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related pending applications.

<sup>3</sup> 47 C.F.R. § 63.03(b)(1)(ii); *see* 47 U.S.C. § 214

Block E frequencies. As of March 2004, GTA served 65,531 switched access lines and 4,045 wireless access lines.

TeleGuam, a Delaware limited liability company, is not currently a telecommunications carrier, and neither TeleGuam nor its direct and indirect owners have an ownership interest in any company that provides domestic telecommunications services. Shamrock TeleGuam Holdings, L.L.C. (STH) directly owns and controls 87.27% of TeleGuam. The remaining 12.73% direct interest in TeleGuam is currently owned by Robert Taylor and/or being held for the future benefit of Mr. Taylor and other members of TeleGuam's management team. None of TeleGuam's management team currently holds a 10% or greater interest in TeleGuam; all members of TeleGuam's management team are U.S. citizens. STH is wholly-owned by Shamrock Capital Growth Fund, L.P. (SCGF). The general partner of SCGF is Shamrock Capital Partners, L.L.C., which is responsible for SCGF's investment strategy and day-to-day operations and management.<sup>4</sup> In addition, the following SCGF limited partners, through their holdings in SCGF, indirectly hold a 10% or greater investment in TeleGuam, though they do not exercise control over the day-to-day operations or management of TeleGuam: Shamrock Holdings of California, Inc. (27.10%); MDCo, Inc. (13.55%); SC Strategies LLC (11.93%); and General Electric Pension Trust (17.62%).<sup>5</sup>

On August 31, 2004, GTA, the Government of Guam, and TeleGuam entered into an Asset Purchase Agreement pursuant to which TeleGuam will purchase substantially all of GTA's assets used in the provision of GTA's wireline and wireless services. TeleGuam will also assume GTA's principal contractual rights and obligations. Consummation of the proposed transaction is contingent upon its approval by the FCC, the Legislature of Guam, the Governor of Guam, the passage of new telecommunications legislation in Guam, and the satisfaction of various other conditions.

The Applicants assert that the proposed transaction will serve the public interest because it will privatize GTA and improve the level of service currently provided to the citizens of Guam, as well as expand the range of services available to them. GTA's customers will also benefit from TeleGuam's five-year freeze of basic local rates and its substantial investments in the telecommunications infrastructure in Guam. Applicants assert that the transition of GTA's services to TeleGuam will be seamless and virtually transparent to GTA's customers, and that consummation of the proposed transaction will not result in the discontinuance, reduction, loss or impairment of service to GTA's customers.

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<sup>4</sup> The ownership of Shamrock Capital Partners is widely dispersed among various interest holders, all of whom are U.S. citizens or entities formed in the U.S. and owned and controlled by U.S. citizens. None of these persons or entities holds a 10% or greater equity or voting interest in TeleGuam.

<sup>5</sup> Shamrock Holdings, Inc. (SHI) is the sole owner of Shamrock Holdings of California; SHI's ownership is widely dispersed among persons and entities who are U.S. citizens or are formed in the U.S. and owned and controlled by U.S. citizens. MRCo is wholly-owned by ULLICO, Inc., a widely-held corporation. SC Strategies is wholly-owned by Haim and Cheryl Saban, both of whom are U.S. citizens. The General Electric Pension Trust is a pension trust established by General Electric Company for the benefit of its current and retired employees.

## **GENERAL INFORMATION**

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before October 8, 2004 and reply comments on or before October 15, 2004**. Unless otherwise notified by the Commission, Applicants are permitted to transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>6</sup> Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

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<sup>6</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

**In addition, one copy of each pleading must be sent to each of the following:**

- (1) Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12<sup>th</sup> Street, S.W., Room CY-B402, Washington, D.C. 20554; e-mail: [www.bcpiweb.com](http://www.bcpiweb.com); phone: 202-488-5300 fax: 202-488-5563;
- (2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-C437, Washington, D.C. 20554; e-mail: [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- (3) Christina Parker, Competition Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W. Room 5C-103 Washington, D.C. 20554; email: [christina.parker@fcc.gov](mailto:christina.parker@fcc.gov);
- (4) Alex Johns, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 3-C403, Washington, D.C. 20554; e-mail: [alexis.johns@fcc.gov](mailto:alexis.johns@fcc.gov);
- (5) Julie Veach, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-C124, Washington, D.C. 20554; e-mail: [julie.veach@fcc.gov](mailto:julie.veach@fcc.gov);
- (6) James Bird, Office of General Counsel, 445 12<sup>th</sup> Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: [james.bird@fcc.gov](mailto:james.bird@fcc.gov).

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC, 20554, telephone: 202-488-5300, fax: 202-488-5563, or via e-mail [www.bcpiweb.com](http://www.bcpiweb.com).

For further information, please contact Christina Parker, at (202) 418-2331, or Alexis Johns at (202) 418-1167.

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